FORM 11

NOTICE OF PROPOSED RESTRICTED SHARE UNIT GRANT OR AMENDMENT

Name of Listed Issuer: Global Compliance Applications Corp. (the “**Issuer**”).

Trading Symbol: APP  
  
Date: April 18, 2023

1. **New Restricted Share Units and Options Granted:**

Date of Grant: April 14, 2023

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Name of Optionee | Position (Director/ Officer/  Employee/ Consultant/ Management Company | Insider Yes or No? | No. of Optioned Shares | Exercise Price | Expiry Date | No. of Options/RSUs Granted in Past 12 Months |
| ***RSUs*** | |  |  |  |  |  |
| Veronica Flores | Consultant | N | 75,000 | N/A | April 14, 2028 | Nil |
| Steve Peterson | Consultant | N | 10,000 | N/A | April 14, 2028 | 500,000 Options |
| Hanan Gelbendorf | Officer | Y | 1,350,000 | N/A | April 14, 2028 | Nil |
| Susan Stephenson | Consultant | N | 1,350,000 | N/A | April 14, 2028 | Nil |
| Stox Ventures Inc. | Consultant | N | 250,000 | N/A | April 14, 2028 | Nil |
| Fat Pitch Capital | Consultant | N | 250,000 | N/A | April 14, 2028 | Nil |
|  |  |  | **3,285,000** |  |  |  |

Notes:

1. The new RSUs shall vest immediately upon issuance.

Total Number of optioned shares proposed for acceptance: 3,285,000 RSUs

## Other Presently Outstanding Restricted Share Units and Options:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name of Grantee | No. of Optioned Shares(1) | Exercise Price | Original Date of Grant | Expiry Date |
| Bradley Moore | 300,000 Options | 0.10 | March 7, 2017 | March 7, 2027 |
| Hanan Gelbendorf | 75,000 Options | 0.365 | May 14, 2018 | May 14, 2023 |
| Alexander Helmel | 150,000 Options | 0.225 | September 28, 2018 | September 28, 2023 |
| Ward Kondas | 150,000 Options | 0.225 | September 28, 2018 | September 28, 2023 |
| Bradley Moore | 150,000 Options | 0.225 | September 28, 2018 | September 28, 2023 |
| Hanan Gelbendorf | 80,000 Options | 0.17 | October 26, 2018 | October 26, 2023 |
| Alexander Helmel | 30,000 Options | 0.17 | October 26, 2018 | October 26, 2023 |
| Bradley Moore | 30,000 Options | 0.17 | October 26, 2018 | October 26, 2023 |
| Bradley Moore | 500,000 Options | 0.12 | December 13, 2018 | December 13, 2023 |
| Hanan Gelbendorf | 175,000 Options | 0.10 | January 1, 2019 | January 1, 2024 |
| Bradley Moore | 400,000 Options | 0.13 | January 8, 2019 | January 8, 2024 |
| Bradley Moore | 450,000 Options | 0.10 | May 13, 2019 | May 13, 2024 |
| Alexander Helmel | 350,000 Options | 0.10 | May 13, 2019 | May 13, 2024 |
| Hanan Gelbendorf | 225,000 Options | 0.10 | May 13, 2019 | May 13, 2024 |
| Jeffrey Hayzlett | 1,000,000 Options | 0.10 | November 16, 2020 | November 16, 2025 |
| Alexander Helmel | 2,450,000 Options | 0.10 | November 16, 2020 | November 16, 2025 |
| Hanan Gelbendorf | 1,500,000 Options | 0.10 | November 16, 2020 | November 16, 2025 |
| Bradley Moore | 2,500,000 Options | 0.10 | November 16, 2020 | November 16, 2025 |
| Alexander Helmel | 850,000 Options | 0.15 | May 10, 2021 | May 10, 2026 |
| Susan Stephenson | 500,000 Options | 0.14 | July 7, 2021 | July 7, 2026 |
| Janet Francis | 250,000 Options | 0.14 | July 7, 2021 | July 7, 2026 |
| Susan Stephenson | 400,000 Options | 0.06 | February 1, 2022 | February 1, 2027 |
| Scott Walker | 250,000 Options | 0.10 | February 7, 2022 | February 7, 2027 |
| Hanan Gelbendorf | 100,000 Options | 0.065 | March 15, 2022 | March 15, 2027 |
| North Equities Corp. | 585,000 Options | 0.05 | May 2, 2022 | May 2, 2027 |
| Luxur Resources Inc. | 750,000 Options | 0.05 | May 2, 2022 | May 2, 2027 |
| Steven Peterson | 500,000 Options | 0.05 | July 8, 2022 | July 8, 2027 |

Notes:

1. All outstanding options are fully vested.

**3. Additional Information**

(a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

Not applicable

(b) State the date of the news release announcing the grant of options/restricted share units.

April 18, 2023

(c) State the total issued and outstanding share capital at the date of grant or amendment.

223,857,499 shares

(d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options/restricted share units, including new options/restricted share units, amended options/restricted share units and other presently outstanding options/restricted share units.

The aggregate number of shares subject to outstanding RSUs (3,285,000) is equivalent to 1.5% of the issued and outstanding common shares.

The aggregate number of shares subject to outstanding options (14,725,000) is equivalent to 6.6% of the issued and outstanding common shares.

(e) If the new restricted share units are being granted pursuant to an incentive plan, state the number of remaining shares reserved for issuance under the plan.

26,761,499 shares remain reserved for issuance under the Omnibus Incentive Plan.

1. If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

Not applicable

1. Describe the particulars of any proposed material changes in the affairs of the Issuer.

Not applicable

**4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

1. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
2. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
3. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: , 2023

Bradley Moore   
Name of Director or Senior Officer

Signature

CEO   
Official Capacity